

Exhibit A

2012 Form D

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

[0001555161](#)

Name of Issuer

[Three Arrows Fund, LP](#)

Jurisdiction of
Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) [2012](#)

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☐ Corporation

☒ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Three Arrows Fund, LP](#)

Street Address 1

[582 MARKET STREET](#)

Street Address 2

[SUITE 606](#)

City

[SAN FRANCISCO](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94104](#)

Phone Number of Issuer

[917-744-9929](#)

3. Related Persons

Last Name

[Three Arrows Capital,](#)

First Name

[LLC](#)

Middle Name

Street Address 1

[582 Market Street](#)

Street Address 2

[Suite 606](#)

City

[San Francisco](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94104](#)

Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary):

[General partner of the issuer.](#)

Last Name

First Name

Middle Name

Davies

Kyle

Street Address 1

Street Address 2

582 Market Street

Suite 606

City

State/Province/Country

ZIP/PostalCode

San Francisco

CALIFORNIA

94104

Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary):

Managing Member of Three Arrows Capital, LLC.

Last Name

First Name

Middle Name

Zhu

Su

Street Address 1

Street Address 2

582 Market Street

Suite 606

City

State/Province/Country

ZIP/PostalCode

San Francisco

CALIFORNIA

94104

Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary):

Managing Member of Three Arrows Capital, LLC.

4. Industry Group

☐ Agriculture

Health Care

☐ Retailing

Banking & Financial Services

☐ Biotechnology

☐ Restaurants

☐ Commercial Banking

☐ Health Insurance

Technology

☐ Insurance

☐ Hospitals & Physicians

☐ Computers

☐ Investing

☐ Pharmaceuticals

☐ Telecommunications

☐ Investment Banking

☐ Other Health Care

☐ Other Technology

☒ Pooled Investment Fund

☒ Hedge Fund

☐ Manufacturing

Travel

☐ Private Equity Fund

Real Estate

☐ Airlines & Airports

☐ Venture Capital Fund

☐ Commercial

☐ Lodging & Conventions

☐ Other Investment Fund

☐ Construction

☐ Tourism & Travel Services

Is the issuer registered as
an investment company under
the Investment Company
Act of 1940?

☐ REITS & Finance

☐ Other Travel

☐ Yes

☒ No

☐ Residential

☐ Other

☐ Other Real Estate

☐ Other Banking & Financial Services

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

- ☐ Environmental Services
- ☐ Oil & Gas
- ☐ Other Energy

5. Issuer Size

| Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

| | |
|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(5) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input checked="" type="checkbox"/> Investment Company Act Section 3(c) |
| | <input checked="" type="checkbox"/> Section 3(c)(1) |
| | <input type="checkbox"/> Section 3(c)(2) |
| | <input type="checkbox"/> Section 3(c)(3) |
| | <input type="checkbox"/> Section 3(c)(4) |
| | <input type="checkbox"/> Section 3(c)(5) |
| | <input type="checkbox"/> Section 3(c)(6) |
| | <input type="checkbox"/> Section 3(c)(7) |
| | <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(14) |

7. Type of Filing

☒ New Notice Date of First Sale ☒ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

☐ Equity

☒ Pooled Investment Fund Interests

- ☐ Debt
 ☐ Tenant-in-Common Securities
☐ Option, Warrant or Other Right to Acquire Another Security
 ☐ Mineral Property Securities
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
 ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$100,000 USD

12. Sales Compensation

| | | |
|---|---|-----------------|
| Recipient | Recipient CRD Number <input checked="" type="checkbox"/> None | |
| (Associated) Broker or Dealer <input checked="" type="checkbox"/> None | (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None | |
| Street Address 1 | Street Address 2 | ZIP/Postal Code |
| City | State/Province/Country | |
| State(s) of Solicitation (select all that apply) Check "All States" or check individual States | <input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US | |

13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite
 Total Amount Sold \$0 USD
 Total Remaining to be Sold USD or ☒ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

0

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☒ Estimate

Clarification of Response (if Necessary):

Certain related persons may receive a management fee based on the value of the issuer's assets and/or an incentive allocation based on the issuer's profits, calculated in accordance with its offering documents.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking **SUBMIT** below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|-----------------------|-------------|----------------|---|------------|
| Three Arrows Fund, LP | Kyle Davies | Kyle Davies | Managing Member of Issuer's General Partner | 2012-07-31 |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.